1684631

FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response.....16.00

SEC USE ONLY							
Prefix	Serial						
	L						
DATE RECEN	VED						

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	A AFRENER
filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing R Amendment	□ ULOE ?
ype of raing. New raing X1 Amendment	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
ame of Issuer (check if this is an amendment and name has changed, and indicate change.)	
ATUROL HOLDINGS LTD.	N. A.
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
O1 E. Elizabeth St. Elizabeth City, NC 27909 (Address of Principal Business Operations (Number and Street, City, State, Zip Code) (If different from Executive Offices)	(252) 333-1777 Telephone Number (Including Area Code)
Brief Description of Business Naturol in in the production phase of ope 1) ECASOL water purification and (2) Naturol botanical oi	
Type of Business Organization	PROCESSED
Month Year Actual or Estimated Date of Incorporation or Organization: 012 99 x Actual Estin urisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada: FN for other foreign jurisdiction)	
GENERALINSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D of (7d(6)).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
Then To File: A notice must be filed no later than 15 days after the first sale of securities in the offering, and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given by which it is due, on the date it was mailed by United States registered or certified mail to that address.	
There To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 201	549.
<i>Topies Required:</i> Five (5) copies of this notice must be filed with the SEC, one of which must be manually hotocopies of the manually signed copy or bear typed or printed signatures.	y signed. Any copies not manually signed must be
information Required: A new filing must contain all information requested. Amendments need only repoi hereto, the information requested in Part C, and any material changes from the information previously supplied be filed with the SEC.	
iling Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sall ILOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the State to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law, his notice and must be completed.	Securities Administrator in each state where sales r the exemption, a fee in the proper amount shall
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal exappropriate federal notice will not result in a loss of an available state exemption unle	

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

filing of a federal notice.

A. BASIC IDENTIFICATION DATA		
* 12: the information requested for the following		
• 1 ach promoter of the issuer, if the issuer has been organized within the past five years,		
Lach beneficial owner having the power to vote or dispose, or direct the vote or disposition	not, 10% or more of	a class of equity securities of the issuer
Each executive officer and director of corporate issuers and of corporate general and ma	maging partners of	partnership issuers, and
i ach general and managing partner of partnership issuers		
Check Boxies) that Apply Promoter 📓 Beneficial Owner 📗 Executive Officer	Director	General and/or Managing Partner
3GC Ltd.		
Full Same (Cast name first if individual)		
2856 La Casita Ave., Las Vegas, Nevada 89120		
Business or Residence Address — Number and Street City State Zip Code)		
Check Box(es) that Apply Promoter Beneficial Owner Discoutive Officer	Director	General and/or
William Prince		Managing Partner
Full Name (Last name first, if individual)		
201 E. Elizabeth St., Elizabeth City, NC 27909		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Boxies) that Apply Promoter R Beneticial Owner Executive Officer	Director	General and/or
		Managing Partner
Gary Grieco Full Name (Last name first, if individual)		
2856 La Casita Ave., Las Vegas, Nevada 89120 Business or Residence Address (Number and Street, City, State, Zip Code)		
heck Box(es) that Apply Promoter Beneficial Owner Executive Officer	Director	General and/or
		Managing Partner
Full Name (Last name first, if individual)	· · · · · · · · · · · · · · · · · · ·	
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Boxtes) that Apply Promoter Beneficial Owner Executive Officer	Director	General and/or
		Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or
		Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Check Box(es) that Apply. Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
(Use blank sheet, or copy and use additional copies of this s	sheet, as necessary)	Th
		• * *

·				B. 13	NFORMATI	ION ABOU	T OFFERI	NG				
I Has the	issuer sole	t, or does t	ie issuer ii	itend to se	il. to non-a	coredited i	nvestors in	this offeri	ng.)		Yes E	No ⊠ ¢
	Answer also in Appendix. Column 2, if filing under CLOE											
2 What is	What is the minimum investment that will be accepted from any individual?										\$5,0	
3 Does if	Does the offering permit foint ownership of a single unit.									Yes XX		
commis If a pers or state	sion or sim son to be lis s, list the na	ion request ilar remunci ted is an ass ime of the b you may so	rution for s lociated pe roker or de	olicitation rson or age rater - It me	of purchase int of a brok he than five	ers in conne (er or deale e (5) persor	ection with r registered is to be list	sales of sec I with the S ed are asso	curities in the EC and or	ne offering with a state	!	
Luit Name (Last name	lust, il indi	vidual)									
Business or	Residence	Address (N	umber and	l Street, C	ity, State, Z	(ip Code)			•			
Name of As	sociated Br	oker or De	iler									
States in Wi	nch Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers					· · · · · · · · · · · · · · · · · · ·	
(Check	"All States	Corcheck	ındıxıdual	States)						***************************************		l States
AL MI RI	AK IN NE SC	IA IA NY SD	AR KS NII TN	KY KY NJ	LA NM UT	ME NY VT	DF. MD NC VA	MA ND WA	MI OH WV	MN OK WI	MS OR WY	MO PA PR
Full Name (Last name	tirst. 11 indi	vidual)									
Business or	Residence	Address (N	Number an	d Street, C	lity, State, l	Zip Code)						
-Nameolas	sociated.Br	oker_or_De	ıler		or sales, report to 1 ag	nt sip , Casa , mind denging	the same of the State of the		e salvane, e e egypt	The state of the s	THE STATE OF THE STATE OF	en a l'étable particulaire
States in WI	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
(Check	"All States	s" or check	ındividual	Statesi						**,,***********************************	☐ Al	States
AL. II. MT	AK IN NE SC	IA NV SD	KS NH TN	KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FI. MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Lull Name (Last name		vidual)				allina pungan rina				. 4.444	
Business or	Residence	Address (N	Number an	d Street, C	City, State,	Zip Code)						
Name of As	sociated Br	oker or De	aler		-			·····				
States in Wi	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers	<u> </u>					18d 14d
(Cheek	"All States	or check	individual	States)						***************************************	☐ AI	States
AL IL MT	AK IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
		Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt		\$
	Equity	750,000	<u>\$ 750,000</u>
	🔀 Common 🔲 Preferred		
	Convertible Securities (including warrants)	·	\$
	Partnership Interests		\$
	Other (Specify		
	Total	750,000	_{\$} 750,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggragata
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	52	\$ 750,000
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	4	Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	i	s 1,000
	Printing and Engraving Costs		\$
	Legal Fees		s <u>5,000</u>
	Accounting Fees	_	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify)	_	\$
	Total		\$6.000

Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers. Directors. & Payments to Officers. Directors & Payments to Officers. Directors, & Payments to Officers. Purchase of real estate. Purchase, rental or leasing and installation of machinery and equipment. Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness. Working capital. Other (specify): D. FEDERAL SIGNATURE Total Payments Listed (column totals added) D. FEDERAL SIGNATURE D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st he information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Sasuer (Print or Type) Signature Date WACTUROL HOLDINGS LUTD.	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
cach of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers. Directors. & Payments to Officers. Salaries and fees	and total expenses furnished in response to Pa	art C — Question 4.a. This difference is the "adjusted gross		\$ 744,000
Salaries and fees	each of the purposes shown. If the amoun check the box to the left of the estimate. The	it for any purpose is not known, furnish an estimate and total of the payments listed must equal the adjusted gross		
Purchase of real estate			Officers. Directors, &	Payments to Others
Purchase, rental or leasing and installation of machinery and equipment	Salaries and fees			
and equipment S S S Construction or leasing of plant buildings and facilities S Aequisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S Repayment of indebtedness S Working capital S Other (specify): S Column Totals S Total Payments Listed (column totals added) S D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st he information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature S Date WATUROL, HOLDINGS LITD.	Purchase of real estate		\$. [] S
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). S	Purchase, rental or leasing and installation and equipment	of machinery	\$	
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): S Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follows signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st he information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date NATUROL, HOLDINGS LITD.	Construction or leasing of plant buildings	and facilities	\$	\$
Repayment of indebtedness S S S Working capital S S S Other (specify): S S Column Totals S S Total Payments Listed (column totals added) S S Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st he information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Sesuer (Print or Type) Signature Date WATUROL, HOLDINGS LITD. M.	offering that may be used in exchange for	the assets or securities of another	ך \$	□ \$
Working capital \$\frac{1}{2}\$ S\frac{744,000}{5}\$ Other (specify): \$\frac{1}{2}\$\$ Column Totals \$\frac{1}{2}\$\$ Total Payments Listed (column totals added) \$\frac{1}{2}\$\$ D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st he information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Sesuer (Print or Type) Signature \$\frac{1}{2}\$\$ Date NATUROL, HOLDINGS LITD.				
Other (specify): S S S Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st he information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Date NATUROL HOLDINGS LITE Addition 3/23/04				_
Column Totals		- -		
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st he information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date WATUROL HOLDINGS LITD.			\$	
D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st he information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date WATTIROL HOLDINGS LITD.	Column Totals		\$	s
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st he information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Date WATTIROL HOLDINGS LITD.	Total Payments Listed (column totals adde	ed)	x S_7	44,000
signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st he information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Date WATUROL HOLDINGS LITD.		D. FEDERAL SIGNATURE		
VATUROL HOLDINGS LITO. Melliam Bistime 3/23/04	signature constitutes an undertaking by the issue the information furnished by the issuer to any r	er to furnish to the U.S. Securities and Exchange Commis- non-accredited investor pursuant to paragraph (b)(2) of I	ssion, upon writte Rule 502.	ale 505, the followin on request of its staf
VATUROL HOLDINGS LITE. 3/23/04		1 1/1 destination		
Name of Signer (Print or Type) Title of Signer (Print or Type)	NATUROL, HOLDINGS, LITU. Name of Signer (Print or Type)	The of Signer (Print or Type)	3/23/04	
	William E. Prince			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. S	STATE SIGNATURE						
1.	Is any party described in 17 CFR 230.262 presently su provisions of such rule?		No X					
	See Appendix	x. Column 5, for state response.						
2.	 The undersigned issuer hereby undertakes to furnish to a D (17 CFR 239.500) at such times as required by state 	any state administrator of any state in which this notice is filed a no e-law.	otice on Form					
3.	 The undersigned issuer hereby undertakes to furnish to issuer to offerees. 	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.						
4.	•	miliar with the conditions that must be satisfied to be entitled to ich this notice is filed and understands that the issuer claiming th hese conditions have been satisfied.						
	issuer has read this notification and knows the contents to be t authorized person.	true and has duly caused this notice to be signed on its behalf by the	e undersigned					
	er (Print or Type) Signatu	Date						
NATUR	UROL HOLDINGS LTD.	Mus 13/23/04						
Name (e (Print or Type) Title (P	Print or Type)						
Willi	liam E. Prince Pres	sident						

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX	
	_

1	Intend to non-a investor	I to sell ccredited s in State -Item I)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 Cinvestor and rchased in State C-Item 2)		under Sta (if yes, explana waiver	ification ate ULOE
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK		Х	common \$750,000 common	1	\$10,000				Х
ΑZ		Х	\$750,000	4	\$35,000				Х
AR									
CA		Х	\$750,000	4	\$30,000				Х
СО		X	\$750,000	1	\$20,000				Х
СТ									
DE									
DC		-	common						
FL		Х	\$750.000 common	3	\$225,000				X
GA		Х	\$750,000	1	\$10,000				Х
НЕ	etanism to attached	and spirite ste. Accordations	-	1			ليهادوني داوي ودويدها	- Inca	
ID									
IL									
IN									
IA			gommon.						
KS		х	common \$750,000	17	\$198,500				х
KY									
LA									
ME									
MD					. —				
MA									
MI									
MN					<u> </u>				
MS									

APPENDIX

l	2 3				5 Disqualification					
	to non-a	i to sell accredited is in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	Number of Number of Accredited Non-Accredited Yes No Investors Amount Investors Amount		Yes	No					
мо		Х	\$750,000	4	\$35,000	·			X	
МТ										
NE										
NV	<u>.</u>	Х	common \$750,000	7	\$104,000		-		Х	
NH					7-2-1-444					
NJ										
NM										
NY										
NC										
ND										
ОН										
ок										
OR										
PA										
RI										
sc										
SD										
TN										
TX		х	common \$750,000 common	1	\$5,000				х	
UT		Х	\$750,000	1	\$7,500				Х	
VT										
VA										
WA										
WV										
WI		X	common \$750,000	2	\$10,000				Х	

				APP	ENDIX				
l	2 3 4 Type of security						5 Disqualification under State ULOE		
	to non-a	to sell accredited is in State a-Item 1)	and aggregate offering price offered in state (Part C-Item 1)	,	Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									